

United States Bankruptcy Court

Northern District of California

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Prowest Media Corporation	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 74-3070635	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 18350 1st Ave. Sonoma, CA <div style="text-align: right;">ZIP Code 95476</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Sonoma	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): P.O. Box 1550 Boyes Hot Springs, CA <div style="text-align: right;">ZIP Code 95416</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):	

Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check one box)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Prowest Media Corporation**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Prowest Media Corporation**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ David N. Chandler _____
Signature of Attorney for Debtor(s)

David N. Chandler 60780 _____
Printed Name of Attorney for Debtor(s)

David N. Chandler, p.c. _____
Firm Name
1747 Fourth St.
Santa Rosa, CA 95404

Address

(707) 528-4331 _____
Telephone Number

May 27, 2010 _____
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Thomas Settle _____
Signature of Authorized Individual

Thomas Settle _____
Printed Name of Authorized Individual

CEO _____
Title of Authorized Individual

May 27, 2010 _____
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

United States Bankruptcy Court
Northern District of California

In re **Prowest Media Corporation**

Debtor

Case No. _____

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	104,500.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		1,485,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		743,842.22	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	5		655,620.01	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		14			
Total Assets			104,500.00		
Total Liabilities				2,884,462.23	

United States Bankruptcy Court
Northern District of California

In re **Prowest Media Corporation**

Debtor

Case No. _____

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- ☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **Prowest Media Corporation**

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total >

0.00

(Total of this page)

Total >

0.00

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re **Prowest Media Corporation**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Checking #xxx4071, Sonoma Valley Bank	-	10,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **10,000.00**
(Total of this page)

2 continuation sheets attached to the Schedule of Personal Property

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In re **Prowest Media Corporation**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts receivable	-	60,000.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **60,000.00**
(Total of this page)

Sheet 1 of 2 continuation sheets attached
to the Schedule of Personal Property

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In re **Prowest Media Corporation**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.		Copyrights and Trademarks	-	Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.		Customer list	-	0.00
25. Automobiles, trucks, trailers, and other vehicles and accessories.		1996 GMC Safari	-	1,000.00
		1988 Mercedes 560 SL	-	12,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Equipment	-	6,000.00
29. Machinery, fixtures, equipment, and supplies used in business.		Wardrobe	-	500.00
		WHS Shelving	-	5,000.00
30. Inventory.		Inventory (cost = \$291,826.73)	-	10,000.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Counter claim w/ Jim French for copyright/trademark infringement (\$2.5M estimated - unliquidated)	-	Unknown

Sub-Total >	34,500.00
(Total of this page)	
Total >	104,500.00

Sheet 2 of 2 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

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ItemCode	Location	ProductName	OptionX	OptionY	OptionZ	Quantity	CostOfGoods	Value
AA1	-	25th Anniversary Album #1				1680	0	0
AA2	-	25th Anniversary Album #2				2505	0	0
AA3	-	25th Anniversary Album #3				1103	0	0
AA4	-	25th Anniversary Album #4				1201	0	0
AAA355	-	(A) 35th Anniversary Album #1				16	0	0
AAA356	-	(A) 35th Anniversary Album #2				0	0	0
ABCM1	-	(A) The Best COLT Men #1				4	0	0
ABCM2	-	(A) The Best COLT Men #2				13	0	0
ABCM3	-	(A) The Best COLT Men #3				15	0	0
ABCM4	-	(A) The Best COLT Men #4				6	0	0
ABCM5	-	(A) The Best COLT Men #5				18	0	0
ABU01	-	(A) Triple Treat Magazine - 1st Edition				6	0	0
ABVM04	-	(A) Buckshot Video Magazine #4 - BuckleRoos				47	0	0
ABVM2	-	(A) Buckshot Video Magazine #2				10	0	0
ABVS1	-	(A) Buckshot Video Stars #1				14	0	0
ACCM1	-	(A) COLT Calender Men #1				6	0	0
ACCM2	-	(A) COLT Calender Men #2				4	0	0
ACCM7	-	(A) COLT Calendar Men #7				45	0	0
ACM10	-	(A) COLT Men #10				91	0	0
ACM11	-	(A) COLT Men #11				11	0	0
ACM17	-	(A) COLT Men #17				11	0	0
ACM2	-	(A) COLT Men #2				6	0	0
ACM20	-	(A) COLT Men #20				16	0	0
ACM22	-	(A) COLT Men #22				17	0	0
ACM23	-	(A) COLT Men #23				17	0	0
ACM25	-	(A) COLT Men #25				32	0	0
ACM26	-	(A) COLT Men #26				7	0	0
ACM27	-	(A) COLT Men #27				23	0	0
ACM28	-	(A) COLT Men #28				33	0	0
ACM29	-	(A) COLT Men #29				1	0	0
ACM31	-	(A) COLT Men #31				88	0	0
ACM32	-	(A) COLT Men #32				8	0	0
ACM37	-	(A) COLT Men #37				3	0	0
ACM4	-	(A) COLT Men #4				4	0	0
ACM40	-	(A) COLT Men #40				72	0	0
ACM41	-	(A) COLT Men #41				64	0	0
ACM5	-	(A) COLT Men #5				17	0	0
ACM6	-	(A) COLT Men #6				2	0	0
ACM7	-	(A) COLT Men #7				4	0	0
ACM8	-	(A) COLT Men #8				16	0	0
ACM9	-	(A) COLT Men #9				11	0	0
ACPC1	-	(A) COLT Private Collection #1				23	0	0
ACSP11	-	(A) COLT Studio Presents #11				3	0	0
ACSP13	-	(A) COLT Studio Presents #13				0	0	0
ACSP14	-	(A) COLT Studio Presents #14				6	0	0
ACSP2	-	(A) COLT Studio Presents #2				24	0	0

ACSP3	-	(A) COLT Studio Presents #3	9	0	0
ACSP4	-	(A) COLT Studio Presents #4	2	0	0
ACSP6	-	(A) COLT Studio Presents #6	1	0	0
ACSP9	-	(A) COLT Studio Presents #9	3	0	0
AMG-001D	-	AMG Resurrection: A New Beginning DVD	0	0	0
AMG-002D	-	AMG Resurrection: The Polynesian & The Sail	4	0	0
AMG-023D	-	AMG Wrestling Live #23	9	0	0
AMG-025D	-	AMG Wrestling Live #25	9	0	0
AMG-A019	-	AMG Anal Erotic 19 & 20 DVD	-1	0	0
AMG-B035	-	AMG Best Size #35 DVD	0	0	0
AMG-C042	-	AMG SFC: Unstrapped DVD	9	0	0
AMG-C043	-	AMG SFC: The Wild Ones DVD	8	0	0
AMG-C044	-	AMG HFC: Vito & The Love Bandit DVD	4	0	0
AMG-C047	-	AMG SFC: Slave Market DVD	5	0	0
AMG-F001	-	AMG Fantasy Factory #1 DVD	4	0	0
AMG-F002	-	AMG Fantasy Factory #2 DVD	6	0	0
AMG-F003	-	AMG Fantasy Factory #3 DVD	0	0	0
AMG-F004	-	AMG Fantasy Factory #4 DVD	3	0	0
AMG-F005	-	AMG Fantasy Factory #5 DVD	4	0	0
AMG-W001	-	AMG Wrestling Live 1&2 DVD (2 discs)	0	0	0
AMP7	-	(A) Manpower #7	5	0	0
AMPL	-	(A) Manpower Leather	1	0	0
AOLY10	-	(A) Olympus #10	1	0	0
AOLY12	-	(A) Olympus #12	4	0	0
AOLY2	-	(A) Olympus #2	2	0	0
AOLY3	-	(A) Olympus #3	29	0	0
AOLY5	-	(A) Olympus #5	10	0	0
AOLY6	-	(A) Olympus #6	4	0	0
AOLY7	-	(A) Olympus #7	5	0	0
AOLY9	-	(A) Olympus #9	1	0	0
ASP10	-	(A) SPURS #10	10	0	0
ASP11	-	(A) SPURS #11	11	0	0
ASP12	-	(A) SPURS #12	11	0	0
ASP14	-	(A) SPURS #14	47	0	0
ASP15	-	(A) SPURS #15	9	0	0
ASP16	-	(A) SPURS #16	5	0	0
ASP17	-	(A) SPURS #17	37	0	0
ASP23	-	(A) SPURS #23	19	0	0
ASP25	-	(A) Spurs #25 - Whoppers #2	8	0	0
ASP7	-	(A) SPURS #7	11	0	0
ASP8	-	(A) SPURS #8	7	0	0
ASP9	-	(A) SPURS #9	29	0	0
BBC10	-	Buckshot 2010 Calendar	66	0	0
BBC11	-	Buckshot Boys 2011 Calendar	0	0	0
BC105D	-	Easy Entry DVD	505	0	0
BC106D	-	Good Hot Stuff DVD	283	0	0
BC107D	-	Triple Treat DVD	301	0	0

BC120D	-	The Company We Keep DVD	1084	0	0
BC122D	-	Best Of Buckshot DVD	901	0	0
BC136D	-	Men In Uniform - minute man 14 DVD	1304	0	0
BC138D	-	minute man 16 DVD	1787	0	0
BC140D	-	minute man 18 DVD	1638	0	0
BC151D	-	Muscle Ranch DVD	214	0	0
BC154D	-	MasterStrokes DVD	867	0	0
BCC01D	-	Cowboy Country DVD	2185	0	0
BCM6	-	The Best COLT Men #6	55	0	0
BCM7	-	The Best COLT Men #7 - Hot N' Hairy Studs	65	0	0
BEX-001D	-	eXposed: The Making of a Legend DVD	20	0	0
BKL03	-	Logo Belt Buckle	103	0	0
BKL04	-	Wagon Wheel Belt Buckle	66	0	0
BKL05	-	Silverado Belt Buckle	585	0	0
BPT-001L	-	Buckshot Promo Muscle T - Large	8	0	0
BPT-001M	-	Buckshot Promo Muscle T - Medium	2	0	0
BSP-001D	-	BuckleRoos Part I DVD	314	0	0
BSP-001DC-		BuckleRoos Part I DVD (UK R18)	0	0	0
BSP-001PA-		(A) BuckleRoos Premium Collectors Edition	42	0	0
BSP-002D	-	BuckleRoos Part II DVD	341	0	0
BSP-002DC-		BuckleRoos Part II DVD (UK R18)	0	0	0
BSP-003D	-	LeatherBound Director's Cut DVD	3362	0	0
BSP-003DV-		LeatherBound Wholesale DVD	840	0	0
BSP-003W(-		LeatherBound DVD (UK R18)	827	0	0
BSP-004D	-	beyond Perfect DVD	396	0	0
BSP-004DC-		beyond Perfect DVD (UK R18)	375	0	0
BSP-005D	-	BIG RIG DVD	1274	0	0
BSP-005DC-		BIG RIG DVD (UK-R18)	1785	0	0
BSP-005SE	-	BIG RIG Extended Cab Premium Edition 2 Disc	153	0	0
BSP-006D	-	HARD Studies DVD	2226	0	0
BSP-007D	-	Boot Black Blues DVD	5543	0	0
BSP-007DC-		Boot Black Blues DVD (UK R18)	260	0	0
BSP-008D	-	MANLY HEAT: SCORCHED DVD	6009	0	0
BSP-008DC-		MANLY HEAT: SCORCHED DVD (UK R-18)	2017	0	0
BSP-009D	-	MANLY HEAT: QUENCHED DVD	5469	0	0
BSP-009DC-		MANLY HEAT: QUENCHED DVD (UK R-18)	2026	0	0
BSP-010D	-	Muscle Ranch II DVD	1301	0	0
BSP-011D	-	BROTHERHOOD DVD	1594	0	0
BSP-012D	-	Paradise Found DVD	1751	0	0
BSP-013	-	Strong Will DVD	1591	0	0
BSP-014D	-	Splish Splash DVD	2209	0	0
BSP-015D	-	Boy Country DVD	2404	0	0
BSP-016D	-	Beg For It DVD	2588	0	0
BSP-017D	-	Curious DVD	2077	0	0
BSP-018D	-	Lotus DVD	2137	0	0
BSP-019D	-	Rumper Room DVD	2929	0	0
BST-001	-	Buckshot Pump	3	0	0

BST-002B	-	Stroker - Blue	130	0	0
BST-002Y	-	Stroker - Yellow	130	0	0
BST-004B	-	Silicone Buddy 1 - Blue	232	0	0
BST-005C	-	Silicone Buddy 2 - Clear	32	0	0
BST-006L	-	6" Spur - Purple	2	0	0
BST-006P	-	6" Spur - Pink	9	0	0
BST-009B	-	Silicone Rings - Blue	41	0	0
BST-009C	-	Silicone Rings - Clear	39	0	0
BST-009O	-	Silicone Rings - Orange	91	0	0
BST-009R	-	Silicone Rings - Red	37	0	0
BST-010	-	Power Pump	77	0	0
BU01	-	Triple Treat Magazine	977	0	0
BU02	-	Nightwatchmen Magazine	1058	0	0
BVM05	-	Buckshot Video Magazine #5 - Leatherbound	602	0	0
BVM06	-	Buckshot Video Magazine #6 - BIG RIG	822	0	0
BZL-001D	-	AMG Brasil: Deluge DVD	5	0	0
BZL-002D	-	AMG Brasil: Suruba - Primal Urge DVD	9	0	0
BZL-003D	-	AMG Brasil: Gemeos DVD	0	0	0
BZL-004D	-	AMG Brasil: Suruba - Bronze DVD	7	0	0
BZL-005D	-	AMG Brasil: Fazenda DVD	4	0	0
BZL-006D	-	AMG Brasil: Suruba - Tropicus DVD	6	0	0
BZL-007D	-	AMG Brasil: Suruba - Pecado DVD	8	0	0
BZL-008D	-	AMG Brasil: Paraíso DVD	8	0	0
BZL-009D	-	AMG Brasil: Carioca - Sarado DVD	8	0	0
BZL-010D	-	AMG Brasil: Suruba - Piroca DVD	5	0	0
BZL-011D	-	AMG Brasil: Amazonia - Capture DVD	3	0	0
BZL-012D	-	AMG Brasil: Amazonia - Release DVD	1	0	0
BZL-013D	-	AMG Brasil: Suruba - AGUA DVD	8	0	0
BZL-014D	-	AMG Brasil: Carnaval DVD	14	0	0
BZL-015D	-	AMG Brasil: Suruba - Azul DVD	1	0	0
BZL-016D	-	AMG Brasil: RIO DVD	14	0	0
CAP1	-	Logo Cap - Burgundy	85	0	0
CAP2	-	Logo Cap - Black	19	0	0
CAP3	-	Logo Cap - Navy	26	0	0
CAT	-	COLT CATALOG	24914	0	0
CBB00	-	(A) Butt Beautiful 2000 Calendar	62	0	0
CBB01	-	(A) Butt Beautiful 2001 Calendar	39	0	0
CBB02	-	(A) Butt Beautiful 2002 Calendar	2	0	0
CBB03	-	(A) Butt Beautiful 2003 Calendar	9	0	0
CBB05	-	(A) Butt Beautiful 2005 Calendar	744	0	0
CBB09	-	Butt Beautiful 2009 Calendar	482	0	0
CBB10	-	Butt Beautiful 2010 Calendar	7	0	0
CBB99	-	(A) Butt Beautiful 1999 Calendar	5	0	0
CBC06	-	(A) Bare Chested 2006 Calendar	8	0	0
CBC07	-	Bare Chested 2007 Calendar	14	0	0
CBC08	-	Bare Chested 2008 Calendar	126	0	0
CBC09	-	Bare Chested 2009 Calendar	524	0	0

CBS-001D	-	COLT Bar Sampler DVD	484	0	0
CCC-001P	-	COLT Men Playing Cards	28	0	0
CCC02	-	(A) Men 2002 Calendar	0	0	0
CCC05	-	(A) Men 2005 Calendar	87	0	0
CCC06	-	(A) Men 2006 Calendar	108	0	0
CCC08	-	Men 2008 Calendar	36	0	0
CCC09	-	Men 2009 Calendar	152	0	0
CCC10	-	Men 2010 Calendar	320	0	0
CCC11	-	Men 2011 Calendar	0	0	0
CCC87	-	(A) Men 1987 Calendar	42	0	0
CCC88	-	(A) Men 1988 Calendar	13	0	0
CCC89	-	(A) Men 1989 Calendar	15	0	0
CCC90	-	(A) Men 1990 Calendar	2	0	0
CCC91	-	(A) Men 1991 Calendar	15	0	0
CCC94	-	(A) Men 1994 Calendar	8	0	0
CCC95	-	(A) Men 1995 Calendar	12	0	0
CCC99	-	(A) Men 1999 Calendar	57	0	0
CCM4	-	COLT Calendar Men #4 - Leather	535	0	0
CCM5	-	COLT Calendar Men #5	605	0	0
CCM8	-	COLT Calendar Men #8 - Carl Hardwick	102	0	0
CCTL	-	White Logo Tank - Large	5	0	0
CCTM	-	White Logo Tank - Medium	13	0	0
CCTS	-	White Logo Tank - Small	5	0	0
CCTX	-	White Logo Tank - X Large	7	0	0
CCW03	-	(A) Cowboy 2003 Calendar	0	0	0
CCW04	-	(A) Cowboy 2004 Calendar	78	0	0
CCW05	-	(A) Cowboy 2005 Calendar	278	0	0
CCW06	-	(A) Cowboy 2006 Calendar	96	0	0
CCW08	-	(A) Cowboy 2008 Calendar	10	0	0
CFC-045	-	AMG PFC: Caliente DVD	7	0	0
CFC-046	-	AMG WFC: Smack Down DVD	4	0	0
CFC-048	-	AMG TFC: Why The Wooden Indian Wouldn't	8	0	0
CFC-049	-	AMG TFC: Billy Boy DVD	3	0	0
CFC-050	-	AMG HFC: Cowboy Virgin DVD	4	0	0
CFC-051	-	AMG TFC: Brawn Over Brains DVD	3	0	0
CFC-052D	-	AMG TFC: Bike Shop Trade DVD	9	0	0
CFC-053D	-	AMG TFC: Teacher's Pest DVD	9	0	0
CFL-001	-	COLT FUEL (10ml)	289	0	0
CFL-002	-	COLT FUEL (30ml)	113	0	0
CFP-001	-	COLT Firm - Single Capsule Pack	680	0	0
CGC-001	-	Tod Parker Genuine Cast	17	0	0
CGC-002	-	Adam Dexter Genuine Cast	7	0	0
CGC-003	-	Dave Angelo Genuine Cast	11	0	0
CGC-004	-	Edu Boxer Genuine Cast	7	0	0
CGC-005	-	Chris Wide Genuine Cast	8	0	0
CGC-006	-	Gage Weston Genuine Cast	11	0	0
CGC-007	-	Luke Garrett Genuine Cast	7	0	0

CGC-008	-	Carlo Masi Genuine Cast	10	0	0
CGP-001	-	Pump Lube	16	0	0
CGP-002	-	Vacuum Pump System	3	0	0
CGP-003	-	Vacuum Pump With Pressure Gauge	8	0	0
CGP-004	-	2.25" Vacuum Pump Cylinder	12	0	0
CGP-005	-	2.75" Vacuum Pump Cylinder	15	0	0
CGP-006	-	3.25" Vacuum Pump Cylinder	6	0	0
CGP-007	-	2.25" Vacuum Pump Silicone Sleeve	9	0	0
CGP-008	-	2.75" Vacuum Pump Silicone Sleeve	7	0	0
CGP-009	-	3.25" Vacuum Pump Silicone Sleeve	7	0	0
CGT-001	-	Expandable Butt Plug	46	0	0
CGT-002	-	Red & Black Anal Douche	57	0	0
CGT-003	-	Hand Job Stroker	26	0	0
CGT-004	-	14" Thruster - Black	6	0	0
CGT-004F	-	14" Thruster - Ivory	47	0	0
CGT-005	-	12" Rocket - Black	18	0	0
CGT-005F	-	12" Rocket - Ivory	31	0	0
CGT-006	-	10" Super Cock - Black	9	0	0
CGT-006F	-	10" Super Cock - Ivory	39	0	0
CGT-007	-	10" Explorer - Black	17	0	0
CGT-007F	-	10" Explorer - Ivory	37	0	0
CGT-008	-	7" Driver - Black	18	0	0
CGT-008F	-	7" Driver - Ivory	31	0	0
CGT-009	-	6" Dome Tipped Probe - Black	37	0	0
CGT-009F	-	6" Dome Tipped Probe - Ivory	47	0	0
CGT-010	-	7" Butt Plug - Black	22	0	0
CGT-010F	-	7" Butt Plug - Ivory	58	0	0
CGT-011	-	6" Butt Plug - Black	4	0	0
CGT-011F	-	6" Butt Plug - Ivory	38	0	0
CGT-012	-	3 Ring Set	37	0	0
CGT-013	-	Shower Shot with Water Dong	36	0	0
CGT-014	-	Sta-Hard Cream 2oz	28	0	0
CGT-015	-	9.75" Driller - Black	41	0	0
CGT-015F	-	9.75" Driller - Ivory	51	0	0
CGT-016	-	10.75" Driller - Black	42	0	0
CGT-016F	-	10.75" Driller - Ivory	57	0	0
CGT-018	-	Medium Power Balls - Black	17	0	0
CGT-018F	-	Medium Power Balls - Ivory	49	0	0
CGT-020	-	7" Rammer - Black	49	0	0
CGT-020F	-	7" Rammer - Ivory	56	0	0
CGT-021	-	Anal Trainer Kit	12	0	0
CGT-022	-	Multi-Speed Power Pak Bullet	35	0	0
CGT-023	-	Multi-Speed Power Pak Egg	16	0	0
CGT-024	-	Rotating Beaded Probe	23	0	0
CGT-025	-	Butt Banger	12	0	0
CGT-026	-	Power Balls - Black - Small	35	0	0
CGT-026F	-	Power Balls - Ivory - Small	46	0	0

CGT-027	-	Waterproof Power Bullet	25	0	0
CGT-028	-	Waterproof Power Cockring	6	0	0
CGT-029	-	Waterproof Anal-T	17	0	0
CGT-030	-	Waterproof Silver Rod	50	0	0
CGT-031	-	7.5" Pounder - Black	22	0	0
CGT-031F	-	7.5" Pounder - Ivory	33	0	0
CGT-032	-	9.5" Pounder - Black	36	0	0
CGT-032F	-	9.5" Pounder - Ivory	42	0	0
CGT-033	-	Blow Job Masturbator	19	0	0
CGT-034	-	Vibrating Cock Ring	28	0	0
CGT-035	-	Vibrating Stud	30	0	0
CGT-036	-	Power Stroker	43	0	0
CGT-037	-	7" Metal	17	0	0
CGT-038	-	7.5" Metal	33	0	0
CGT-039	-	Xtreme Turbo Bullet	30	0	0
CGT-040	-	7 Function Twin Turbo Bullets	51	0	0
CGT-041	-	Beaded Stroker	23	0	0
CGT-042	-	The Guyser Anal Douche	15	0	0
CGT-043	-	10 Function Buzz Rider	15	0	0
CGT-044	-	10 Function Pulse Rod	23	0	0
CGT-045	-	Deep Throat Masturbator	26	0	0
CGT-046	-	Grips	22	0	0
CGT-047	-	Butt Buddy	26	0	0
CGT-048	-	Knocker	33	0	0
CGT-049	-	Big Vibe	24	0	0
CH01D	-	The Carl Hardwick Collection DVD	293	0	0
CHILLCD	-	Intimate Chill-Out CD	4	0	0
CIS-001D	-	COLT Icon: Luke Garrett DVD	673	0	0
CJC11	-	Jocks 2011 Calendar	0	0	0
CLA92	-	(A) Classics 1992 Calendar	10	0	0
CLA93	-	(A) Classics 1993 Calendar	6	0	0
CLA94	-	(A) Classics 1994 Calendar	15	0	0
CLA95	-	(A) Classics 1995 Calendar	12	0	0
CLA96	-	(A) Classics 1996 Calendar	2	0	0
CLB01D	-	Legendary Bodies DVD	916	0	0
CLB02D	-	Legendary Bodies 2 DVD	171	0	0
CLC00	-	(A) Leather 2000 Calendar	185	0	0
CLC-001P	-	Leather Men Playing Cards	27	0	0
CLC01	-	(A) Leather 2001 Calendar	47	0	0
CLC02	-	(A) Leather 2002 Calendar	7	0	0
CLC03	-	(A) Leather 2003 Calendar	29	0	0
CLC04	-	(A) Leather 2004 Calendar	42	0	0
CLC05	-	(A) Leather 2005 Calendar	87	0	0
CLC06	-	(A) Leather 2006 Calendar	7	0	0
CLC07	-	Leather 2007 Calendar	10	0	0
CLC08	-	Leather 2008 Calendar	21	0	0
CLC09	-	Leather 2009 Calendar	209	0	0

CLC10	-	Leather 2010 Calendar	196	0	0
CLC11	-	Leather 2011 Calendar	0	0	0
CLC88	-	(A) Leather 1988 Calendar	3	0	0
CLC89	-	(A) Leather 1989 Calendar	29	0	0
CLC90	-	(A) Leather 1990 Calendar	13	0	0
CLC91	-	(A) Leather 1991 Calendar	14	0	0
CLC92	-	(A) Leather 1992 Calendar	1	0	0
CLC93	-	(A) Leather 1993 Calendar	4	0	0
CLC94	-	(A) Leather 1994 Calendar	16	0	0
CLC95	-	(A) Leather 1995 Calendar	31	0	0
CLC96	-	(A) Leather 1996 Calendar	0	0	0
CLC97	-	(A) Leather 1997 Calendar	87	0	0
CLC99	-	(A) Leather 1999 Calendar	91	0	0
CLG-002B	-	Leather Bicep Strap - Blue	53	0	0
CLG-002L	-	Leather Bicep Strap - Black	0	0	0
CLG-002R	-	Leather Bicep Strap - Red	3	0	0
CLG-002Y	-	Leather Bicep Strap - Yellow	38	0	0
CLG-003B	-	Leather Wrist Strap - Blue	44	0	0
CLG-003L	-	Leather Wrist Strap - Black	15	0	0
CLG-003R	-	Leather Wrist Strap - Red	38	0	0
CLG-003Y	-	Leather Wrist Strap - Yellow	20	0	0
CLG-004	-	C/B Strap - Adjustable 3 Snap	32	0	0
CLG-005	-	C/B Strap - H-Piece Divider	40	0	0
CLG-006	-	C/B Strap - Double Wide	49	0	0
CLG-008	-	C/B Strap - Adjustable 5 Snap	21	0	0
CLG-009	-	C/B Strap - Adjustable 8 Snap	35	0	0
CLG-010	-	C/B Strap - Domed with Ball Strap	28	0	0
CLG-011	-	C/B Strap - Adjustable Weighted	0	0	0
CLG-012	-	Leather Wrist Wallet	68	0	0
CLG-013	-	Leather Chain Wallet	5	0	0
CLG-014	-	Leather Vest	2	0	0
CLG-015L	-	Rubber Bar Vest - Large	16	0	0
CLG-015M	-	Rubber Bar Vest - Medium	1	0	0
CLG-015S	-	Rubber Bar Vest - Small	16	0	0
CLG-015XL	-	Rubber Bar Vest	26	0	0
CLG-015XS	-	Rubber Bar Vest - X Small	32	0	0
CLG-B01L	-	Blue Zip Jock - Large	46	0	0
CLG-B01M	-	Blue Zip Jock - Medium	26	0	0
CLG-B01S	-	Blue Zip Jock - Small	58	0	0
CLG-L01L	-	Black Zip Jock - Large	1	0	0
CLG-L01M	-	Black Zip Jock - Medium	0	0	0
CLG-L01S	-	Black Zip Jock - Small	19	0	0
CLG-L01X	-	Black Zip Jock - X Large	21	0	0
CLG-R01L	-	Red Zip Jock - Large	47	0	0
CLG-R01M	-	Red Zip Jock - Medium	24	0	0
CLG-R01S	-	Red Zip Jock - Small	1	0	0
CLG-Y01L	-	Yellow Zip Jock - Large	1	0	0

CLG-Y01M -	Yellow Zip Jock - Medium	0	0	0
CLG-Y01S -	Yellow Zip Jock - Small	15	0	0
CM34 -	COLT Men #34 Magazine	30	0	0
CM35 -	COLT Men #35 Magazine	453	0	0
CM35-B -	COLT Men 35, 36, 40 Magazine Bundle	0	0	0
CM36 -	COLT Men #36 Magazine	353	0	0
CM38 -	COLT Men #38 Magazine	471	0	0
CM39 -	COLT Men #39 Magazine	221	0	0
CM40-B -	RELOAD DVD/CM40 Magazine Bundle	0	0	0
CM42 -	COLT Men #42 Magazine	644	0	0
CM43 -	COLT Men #43 Magazine	1445	0	0
CMH-1 -	COLT Magnet - Tom Howard	2	0	0
CMH-2 -	COLT Magnet - Joey Corsia	10	0	0
CMH-4 -	COLT Magnet - Gage Weston	17	0	0
CMM-001E-	minute man 1-3 DVD Bundle	0	0	0
CMM-001E-	minute man 1 DVD	849	0	0
CMM-002E-	minute man 2 DVD	1594	0	0
CMM-003E-	minute man 3 DVD	636	0	0
CMM-004E-	Jackhammer - minute man 4 DVD	1413	0	0
CMM-005E-	Muscle Fantasies - minute man 5 DVD	1499	0	0
CMM-006E-	Flex Appeal - minute man 6 DVD	1522	0	0
CMM-007E-	Private Party - minute man 7 DVD	362	0	0
CMM-015E-	Hairy Chested Men - minute man 15 DVD	931	0	0
CMM-021E-	minute man 21 DVD	1720	0	0
CMM-021E-	minute man 21 DVD (UK R18)	567	0	0
CMM-022E-	minute man 22-24 DVD Bundle	0	0	0
CMM-022E-	minute man 22 DVD	1736	0	0
CMM-023E-	minute man 23 DVD	552	0	0
CMM-023E-	minute man 23 DVD (UK R18)	517	0	0
CMM-024E-	minute man 24 DVD	711	0	0
CMM-024E-	minute man 24 DVD (UK R18)	666	0	0
CMM-025E-	minute man 25-26 DVD Bundle	0	0	0
CMM-025E-	Work It Off - minute man 25 DVD	2068	0	0
CMM-025E-	Work It Off - minute man 25 DVD (UK R18)	532	0	0
CMM-026E-	The Hard Way - minute man 26 DVD	220	0	0
CMM-026E-	The Hard Way - minute man 26 DVD (UK R18)	511	0	0
CMM-027E-	Big Shots - minute man 27 DVD	1342	0	0
CMM-028E-	Peak Experience - minute man 28 DVD	1136	0	0
CMM-029E-	BUILT - minute man 29 DVD	1217	0	0
CMM-030E-	TOUGH - minute man 30 DVD	1441	0	0
CMM-031E-	Hangin' Out - minute man 31 DVD	208	0	0
CMM-032E-	Hold Tight - minute man 32 DVD	523	0	0
CMM-033E-	Heads Up - minute man 33 DVD	688	0	0
CN8001 -	2008 Holiday Card - Mike Studwell	385	0	0
CN8002 -	2008 Holiday Card - Karim & Brian Cerf	371	0	0
CN8003 -	2008 Holiday Card - Jeff De Young	391	0	0
CN8004 -	2008 Holiday Card - Ed Lambert & Alex Stark	367	0	0

CN9001	-	2009 Holiday Card - Mitch Branson	5	0	0
CN9002	-	2009 Holiday Card - Nate Karlton	1	0	0
CN9003	-	2009 Holiday Card - Nate Karlton (nude)	13	0	0
CN9004	-	2009 Holiday Card - Mitch Branson (nude)	18	0	0
CNM-001P	-	Naked Muscles Playing Cards	15	0	0
CNM05	-	(A) Naked Muscles 2005 Calendar	787	0	0
CNM06	-	(A) Naked Muscles 2006 Calendar	79	0	0
CNM07	-	Naked Muscles 2007 Calendar	1	0	0
COLT40	-	COLT 40 Book - Wholesale	1532	0	0
CSG-001D	-	eXposed:The Making of A Legend Director's C	983	0	0
CSG-002D	-	BIG RIG Documentary & Bonus Scenes DVD	2141	0	0
CSL-001L	-	COLT Slick - 16.57oz	16	0	0
CSL-001M	-	COLT Slick - 12.85oz	15	0	0
CSL-001S	-	COLT Slick - 8.9oz	23	0	0
CSL-002S	-	COLT Slick Silicone	14	0	0
CSL-004	-	COLT Slick Wholesale Display	5	0	0
CSP-001D	-	RELOAD Director's Cut DVD	122	0	0
CSP-001DC	-	RELOAD Director's Cut DVD (UK R18)	0	0	0
CSP-001DV	-	RELOAD DVD Wholesale	213	0	0
CSP-002D	-	HOG: The Leather File DVD	83	0	0
CSP-002DC	-	HOG: The Leather File DVD (UK R18)	782	0	0
CSP-003D	-	Big N' Plenty DVD	1022	0	0
CSP-003DC	-	Big N' Plenty DVD (UK R18)	687	0	0
CSP-004D	-	COUPLES I - COLT Men On The Make DVD	2695	0	0
CSP-005D	-	COUPLES II - More COLT Men On The Make D'	805	0	0
CSP-005DC	-	COUPLES II - More COLT Men On The Make D'	108	0	0
CSP-006D	-	MUSCLE Up! DVD	1271	0	0
CSP-006DC	-	MUSCLE Up! DVD (UK R18)	697	0	0
CSP-007D	-	WIDE STROKES DVD	822	0	0
CSP-007DC	-	WIDE STROKES DVD (UK R18)	0	0	0
CSP-008D	-	Man Country DVD	442	0	0
CSP-008DC	-	Man Country DVD (UK R18)	278	0	0
CSP-009D	-	DUAL: Taking It Like A Man DVD	222	0	0
CSP-009DC	-	DUAL: Taking It Like A Man DVD (UK R18)	215	0	0
CSP-010D	-	Waterbucks 2 DVD	4232	0	0
CSP-011D	-	Naked Muscles: The New Breed DVD	2045	0	0
CSP-012D	-	HAWAII DVD	787	0	0
CSP-013D	-	COUPLES III DVD	1260	0	0
CSP-014D	-	MASSIVE DVD	2273	0	0
CSP-015D	-	Inside Out DVD	1441	0	0
CSP-016D	-	MuscleHeads DVD	1198	0	0
CSP-017D	-	Hot Bods DVD	1676	0	0
CSP-018D	-	Ripped: No Pain All Gain DVD	2731	0	0
CSP-019D	-	Gruff Stuff DVD	0	0	0
CSP12	-	COLT Studio Presents #12 - Men In Unifrom	130	0	0
CSP15	-	COLT Studio Presents #15 - Men of the Wild V	389	0	0
CSP16	-	COLT Studio Presents #16 - 4 Young COLTs	286	0	0

CSP18	-	COLT Studio Presents #18 - Mighty Men of Ste	288	0	0
CSP20	-	COLT Studio Presents #20 - Muscles In Leathe	786	0	0
CSV2D	-	Open House DVD	974	0	0
CSW01	-	COLT Sports Watch - Vault Latch	202	0	0
CSW15	-	COLT Sports Watch - Broad Band	107	0	0
CSW18	-	COLT Sports Watch	4	0	0
CSW24	-	COLT Sports Watch - Silver Sword	166	0	0
CSW25	-	COLT Sports Watch - Topsail Blue	78	0	0
CSW27	-	COLT Sports Watch - Topsail Yellow	0	0	0
CSW31	-	COLT Sports Watch - Night Watch	169	0	0
CSW32	-	COLT Sports Watch - Gunner	105	0	0
CSW33	-	COLT Sports Watch - Paddock	173	0	0
CTM-001	-	COLT Trial Membership Card	3609	0	0
CUP00	-	(A) Couples 2000 Calendar	19	0	0
CUP01	-	(A) Couples 2001 Calendar	0	0	0
CUP08	-	Couples 2008 Calendar	53	0	0
CUP09	-	Couples 2009 Calendar	86	0	0
CUP10	-	Couples 2010 Calendar	365	0	0
CUP11	-	Couples 2011 Calendar	0	0	0
CUW-001L	-	White Racer Thong - Large	59	0	0
CUW-001M	-	White Racer Thong - Medium	43	0	0
CUW-001S	-	White Racer Thong - Small	45	0	0
CUW-002L	-	Black Racer Brief - Large	57	0	0
CUW-002M	-	Black Racer Brief - Medium	80	0	0
CUW-002S	-	Black Racer Brief - Small	67	0	0
CUW-003L	-	Red Boxer Brief - Large	37	0	0
CUW-003M	-	Red Boxer Brief - Medium	46	0	0
CUW-003S	-	Red Boxer Brief - Small	73	0	0
CUW-004L	-	Black Mesh Brief - Large	35	0	0
CUW-004M	-	Black Mesh Brief - Medium	50	0	0
CUW-004S	-	Black Mesh Brief - Small	54	0	0
CUW-005L	-	White Jock Strap - Large	55	0	0
CUW-005M	-	White Jock Strap - Medium	44	0	0
CUW-005S	-	White Jock Strap - Small	44	0	0
CUW-006L	-	Red Jock Strap - Large	44	0	0
CUW-006M	-	Red Jock Strap - Medium	24	0	0
CUW-006S	-	Red Jock Strap - Small	48	0	0
CUW-007L	-	Black Jock Strap - Large	24	0	0
CUW-007M	-	Black Jock Strap - Medium	27	0	0
CUW-007S	-	Black Jock Strap - Small	44	0	0
CVS-005	-	COLT Studio Group DVD Sampler #5	777	0	0
DMTG-08	-	DAMRON Men's Travel Guide 2008	15	0	0
DMTG-09	-	DAMRON Men's Travel Guide 2009	20	0	0
DUTIES	-	Overseas customs and duties fees	0	0	0
FBC	-	Finance/Bank Charge	0	0	0
FC01D	-	Franco Corelli Collection DVD	163	0	0
GL01D	-	Genuine Leather DVD	1003	0	0

HCM00	-	(A) Hairy Chested Men 2000 Calendar	1	0	0
HCM-001P	-	Hairy Chested Men Playing Cards	13	0	0
HCM01	-	(A) Hairy Chested Men 2001 Calendar	0	0	0
HCM02	-	(A) Hairy Chested Men 2002 Calendar	1	0	0
HCM02D	-	Hairy Chested Men 2 DVD	0	0	0
HCM04	-	(A) Hairy Chested Men 2004 Calendar	46	0	0
HCM05	-	(A) Hairy Chested Men 2005 Calendar	920	0	0
HCM06	-	(A) Hairy Chested Men 2006 Calendar	0	0	0
HCM09	-	Hairy Chested Men 2009 Calendar	28	0	0
HCM10	-	Hairy Chested Men 2010 Calendar	341	0	0
HCM11	-	Hairy Chested 2011 Calendar	0	0	0
HWS02	-	(A) Hunks Without Shirts 2002 Calendar	64	0	0
LT60D	-	Best of COLT Films 1&2 DVD	861	0	0
LT62D	-	Best of COLT Films 3&4 DVD	3438	0	0
LT64D	-	Best of COLT Films 5&6 DVD	806	0	0
LT66D	-	Best of COLT Films 7&8 DVD	392	0	0
LT90D	-	Rip COLT's Sex Rated Home Movies DVD	368	0	0
LT91D	-	Rip COLT's Sex Rated Home Movies Part 2 DV	114	0	0
LT92D	-	Rip COLT's Sex Rated Home Movies Part 3 DV	128	0	0
LUX-001D	-	LUXx Video: Crazy DP Girls DVD	865	0	0
LUX-002D	-	LUXx Video: Lady Luck DVD	942	0	0
MAN00	-	(A) COLT Man 2000 Calendar - Hardwick	19	0	0
MAN01	-	(A) COLT Man 2001 Calendar - Hardwick	9	0	0
MAN02	-	(A) COLT Man 2002 Calendar - Hardwick	13	0	0
MAN94	-	(A) COLT Man 1994 Calendar - Kelso	0	0	0
MAN95	-	(A) COLT Man 1995 Calendar - Kelso	9	0	0
MAN96	-	(A) COLT Man 1996 Calendar - Kelso	0	0	0
MAN97	-	(A) COLT Man 1997 Calendar - Kelso	77	0	0
MAN98	-	(A) COLT Man 1998 Calendar - Hardwick	161	0	0
MAN99	-	(A) COLT Man 1999 Calendar - Hardwick	140	0	0
MBCD-01	-	Mitch Branson - Groove Compass Audio CD	20	0	0
MBCD-02	-	Mitch Branson - Darkness of Pleasure Audio C	7	0	0
MISC	-	Miscellaneous items(s)	969	0	0
MP06	-	Franco Corelli Mouse Pad	23	0	0
MTM01D	-	Man to Man Heat DVD	2290	0	0
MTM02D	-	Man To Man Heat 2 DVD	656	0	0
OLY-001D	-	HOSTILE DVD	2053	0	0
OLY-002D	-	Casting Couch DVD	2365	0	0
OLY-003D	-	BODYGUARDS DVD	878	0	0
OLY-004D	-	HOOKED UP DVD	638	0	0
OLY15	-	Olympus #15 - Hero	2088	0	0
SP13	-	SPURS #13 - Blonds	249	0	0
SP15	-	SPURS #15 - Whoppers	863	0	0
SP18	-	SPURS #18 - Butt Beautiful	336	0	0
SP25	-	SPURS #25 - Whoppers #2	0	0	0
SP26	-	SPURS #26 - Undercover	1702	0	0
TS11L	-	Black Logo Tee - Large	69	0	0

TS11M	-	Black Logo Tee - Medium	34	0	0
TS11S	-	Black Logo Tee - Small	36	0	0
TS11X	-	Black Logo Tee - X Large	80	0	0
TS11XX	-	Black Logo Tee - XX Large	134	0	0
TS12L	-	Black Muscle Tee - Large	35	0	0
TS12M	-	Black Muscle Tee - Medium	37	0	0
TS12X	-	Black Muscle Tee - X Large	0	0	0
TS12XX	-	Black Muscle Tee - XX Large	90	0	0
TS14L	-	Gray Athletic Tee - Large	52	0	0
TS14M	-	Gray Athletic Tee - Medium	21	0	0
TS14X	-	Gray Athletic Tee - X Large	53	0	0
TS14XX	-	Gray Athletic Tee - XX Large	153	0	0
TS15L	-	Red Bigger Is Better Tee - Large	44	0	0
TS15M	-	Red Bigger Is Better Tee - Medium	38	0	0
TS15S	-	Red Bigger Is Better Tee - Small	37	0	0
TS15X	-	Red Bigger Is Better Tee - X Large	27	0	0
TS15XX	-	Red Bigger Is Better Tee - XX Large	114	0	0
TS16L	-	Blue Muscle Tee - Large	53	0	0
TS16M	-	Blue Muscle Tee - Medium	38	0	0
TS16X	-	Blue Muscle Tee - X Large	32	0	0
TS16XX	-	Blue Muscle Tee - XX Large	0	0	0
TS18L	-	Black & Red Logo Tank - Large	0	0	0
TS18M	-	Black & Red Logo Tank - Medium	3	0	0
TS18S	-	Black & Red Logo Tank - Small	3	0	0
TS18X	-	Black & Red Logo Tank - X Large	-1	0	0
TS19L	-	Red Logo Tank	0	0	0
TS19M	-	Red Logo Tank	0	0	0
TS19S	-	Red Logo Tank	0	0	0
TS19XL	-	Red Logo Tank	0	0	0
TS20L	-	Black Muscle T w/contrast stitching	0	0	0
TS20M	-	Black Muscle T w/contrast stitching	0	0	0
TS20S	-	Black Muscle T w/contrast stitching	0	0	0
TS20XL	-	Black Muscle T w/contrast stitching	0	0	0
TS21BL	-	V-neck Tee	31	0	0
TS21BM	-	V-neck Tee	27	0	0
TS21BS	-	V-Neck Tee	33	0	0
TS21BXL	-	V-neck Tee	12	0	0
TS21BXXL	-	V-neck Tee	0	0	0
TS22L	-	COLT '67 T	0	0	0
TS22M	-	COLT '67 T	0	0	0
TS22S	-	COLT '67 T	0	0	0
TS22XL	-	COLT '67 T	0	0	0
TS5L	-	White Logo Tee - Large	52	0	0
TS5M	-	White Logo Tee - Medium	58	0	0
TS5S	-	White Logo Tee - Small	45	0	0
TS5X	-	White Logo Tee - X-Large	81	0	0
TS5XX	-	White Logo Tee - XX-Large	117	0	0

UNI04	-	(A) Uniform 2004 Calendar	66	0	0
VN9005	-	2010 Valentine Card - Luke Garrett	174	0	0
VN9006	-	2010 Valentine Card - Nate Karlton	150	0	0
VN9007	-	2010 Valentine Card - Bruce Abidor	174	0	0
VN9008	-	2010 Valentine Card - Adam Champ & Vince F	162	0	0
WB01D	-	Waterbucks DVD	1831	0	0
WHP-001D	-	Best of Wrestlehard I DVD	588	0	0
WHP-002D	-	Best of Wrestlehard II DVD	599	0	0

UnitOfMeasure

In re **Prowest Media Corporation**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			validity of security interest is disputed					
Jim French Studios 8001 Woodrow Wilson Dr. Los Angeles, CA 90046	X	-		X		X		
			Value \$ 0.00				1,485,000.00	1,485,000.00
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							1,485,000.00	1,485,000.00
Total (Report on Summary of Schedules)							1,485,000.00	1,485,000.00

0 continuation sheets attached

In re **Prowest Media Corporation**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Prowest Media Corporation**

Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. EDD State of California Bankruptcy Unit - MIC 92E P.O. Box 826880 Sacramento, CA 94280-0001			2008-2009					
		-					112,222.22	0.00 112,222.22
Account No. IRS P.O. Box 21126 Philadelphia, PA 19114-0326			payroll taxes					
		-					631,620.00	0.00 631,620.00
Account No.								
Account No.								
Account No.								

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

0.00
743,842.22
743,842.22

Total
(Report on Summary of Schedules)

0.00
743,842.22
743,842.22

In re **Prowest Media Corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. A Bright Printing 346 9th St. San Francisco, CA 94103	-	2008 printing				10,254.95
Account No. BAOL, sro Gorkeho 11 SK-81103 Bratislava, SLOVAKIA	-	distribution				62,240.25
Account No. Bay Area Video Coalition 2727 Mariposa St., 2nd Fl. San Francisco, CA 94110	-	Editing class for employee				2,675.00
Account No. Blue Cross of California P.O. Box 4194 Woodland Hills, CA 91365-4194	-					4,800.00
Subtotal (Total of this page)						79,970.20

4 continuation sheets attached

In re **Prowest Media Corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.		printing				
Breene Graphics 9510 Vassar Ave. Chatsworth, CA 91311	-					4,956.24
Account No.						
Brixham Manufacturing, Ltd. Unit 1, Brixham Enterprise Estate Rea Barn Road Brixham, TQ5 9DF UNITED KINGDOM	-					986.00
Account No.		indemnity agreement				
California Exotic Novelties, LLC 14235 Ramona Ave. Chino, CA 91710	-		X	X		Unknown
Account No.		shipping				
FedEx 3965 Airways, Module G Memphis, TN 38116	-					18,336.00
Account No.		Judgment, New Jersey, 2009				
FutureWorks c/o Michael V. Mahoney 595 Market St., Ste. 1350 San Francisco, CA 94105	-				X	18,937.80
Sheet no. <u>1</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						43,216.04
Subtotal (Total of this page)						43,216.04

In re **Prowest Media Corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Incubus Entertainment 512 Jersey St. San Francisco, CA 94114		website development services from 2007	-					12,777.49
Account No. Internap, LLC 250 Williams St. Atlanta, GA 30303		service charges	-			X		30,000.00
Account No. Law Offices of R. James Fisher 2 Padre Pkwy., Ste. 300 Rohnert Park, CA 94928			-					7,924.54
Account No. Mansion Productions, Inc. P.O. Box 452254 Los Angeles, CA 90045		server hosting	-					4,725.00
Account No. Palace Press 3160 Kerner Blvd., Unit 108 San Rafael, CA 94901		book printing	-					29,956.22
Sheet no. <u>2</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								Subtotal (Total of this page) 85,383.25

In re **Prowest Media Corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Paladin Video, Inc. 6750 Boulder Hwy. Las Vegas, NV 89122		Prepaid invoices for distribution	-					281,880.51
Account No. Rimer & Matthewson, LLP One Embarcadero Center, Ste. 500 San Francisco, CA 94111			-					585.00
Account No. Rob Casale aka Martin Kramer 27841 Persimmon, #44 Mission Viejo, CA 92691			-			X	X	4,500.00
Account No. Stan Loeb 6750 Boulder Hwy. Las Vegas, NV 89122		2003 unsecured loan	-					130,000.00
Account No. Stone & Stone, LLP 15281 Ventura Blvd., Ste. 245 Encino, CA 91436			-					3,200.00
Sheet no. 3 of 4 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="float: right;"> Subtotal (Total of this page) </div>								420,165.51

In re **Prowest Media Corporation**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
TLA Entertainment, Inc. 234 Market St., 5th Fl. Philadelphia, PA 19106	-	indemnity agreement	X	X		Unknown
Account No.						
VS International 828 Chester St. Oakland, CA 94607	-	DVD replication				4,500.00
Account No.						
Winthrop Properties, Inc. 7 Bulfinch Pl., Ste. 500 P.O. Box 9507 Boston, MA 02114-9507	-	rent arrears				22,385.01
Account No.						
Account No.						
Sheet no. <u>4</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) 26,885.01
(Report on Summary of Schedules)						Total 655,620.01

In re **Prowest Media Corporation**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
A-3 Mobile, Inc. 1630 Welton St., Ste. 400 Denver, CO 80202	Licensing - expires 12/2010
CEN, LLC P.O. Box 5108 Chino, CA 91708	Licensing - expires 8/2013
Entruphema, Inc. (Sureflix) 229 Yonge St., Ste. 408 Toronto, ON M5B 1N9 CANADA	Licensing - expires 7/2011
Lockerroom Marketing, Ltd. 694 Derwent Way Delta, BC V3M 5P8 CANADA	
Peter Buchanan c/o Richard Francheschini Raghiati Freistas, LLP 874 4th St. San Rafael, CA 94901	
Sandra Stout 850 West Napa St. Sonoma, CA 95476-6415	
Tom Settle John Rutherford P.O. Box 1550 Boyes Hot Springs, CA 95416-1550	Sub-lease to Debtor 120 Loma Vista Dr., Sonoma, CA \$2,906.72/month. Expires 10/10
Zubb Entertainment, Inc. 3300 Cote-Vertu, Ste. 406 Montreal, QC H4R 2B7 CANADA	Licensing - expires 9/2014

In re **Prowest Media Corporation**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
John Rutherford P.O. Box 1550 Boyes Hot Springs, CA 95416-1550	Jim French Studios 8001 Woodrow Wilson Dr. Los Angeles, CA 90046
Thomas Settle P.O. Box 1550 Boyes Hot Springs, CA 95416-1550	Jim French Studios 8001 Woodrow Wilson Dr. Los Angeles, CA 90046

**United States Bankruptcy Court
Northern District of California**

In re **Prowest Media Corporation**

Debtor(s)

Case No.

Chapter

11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CEO of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 16 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **May 27, 2010**

Signature **/s/ Thomas Settle**

**Thomas Settle
CEO**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court Northern District of California

In re **Prowest Media Corporation**

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$432,878.41	2010 YTD: from operations
\$1,617,365.41	2009: from operations
\$2,242,515.00	2008: from operations

2. Income other than from employment or operation of business

None

☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Winthrop Properties, Inc.	4/30/10	\$1,500.00	\$22,385.01

Palace Press 3160 Kerner Blvd., Unit 108 San Rafael, CA 94901	4/29/10	\$1,500.00	\$29,956.22
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None ☒ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Jim French Studios v. ProWest, #CGC 09-487213	Enforce security agreement	San Francisco Superior Court	pending
Casale v. ProWest, #10S00853	Civil Suit	Small Claims, L.A. County	pending

None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
David N. Chandler, p.c. 1747 Fourth St. Santa Rosa, CA 95404		\$25,000.00 plus \$1,039.00 filing fee

10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☐ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS

**444 De Haro St., Ste. 123, San Francisco, CA
94107**

NAME USED

DATES OF OCCUPANCY

8/2003 thru 1/2009

16. Spouses and Former Spouses

- None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

18 . Nature, location and name of business

None

- ☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
NAME				

None

- ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

- ☒ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
------------------	-------------------------

None

- ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Sandra Stout	Sonoma, CA	10/2009 to present
Peter Buchanan	Marin, CA	11/2002 to 1/2009

None

- ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
------	---------

None

- ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
------------------	-------------

20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
12/2009	Tom Settle	Cost - \$291,826.73 (cost)

- None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
12/2009	Tom Settle Sonoma, CA

21 . Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Thomas Settle	CEO	50%
John Rutherford	President	50%

22 . Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

- None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

- None ☐ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date May 27, 2010

Signature /s/ Thomas Settle
Thomas Settle
CEO

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571